141 4383

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

FORM D

OCT 0 9 2007 THOMSON FINANCIAL NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	se 16.00						

SEC	USE O	NLY
Prefix		Serial
DA	TE RECEIV	ED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Membership Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6	ULOE PECEIVED
Type of Filing: New Filing Amendment	DOT II D. COM
A. BASIC IDENTIFICATION DATA	2 00 0 3 2007
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	186
The Micro PIPE Fund I, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5927 Balfour Court, Suite 212, Carlsbad, CA 92008	760-444-5010
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Invest in publicly-traded equity securities, privately negotiated, with an emphasis on small of	companies
Type of Business Organization	1 (88) III 80) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88) 1 (88)
corporation limited partnership, already formed other (please spec
business trust limited partnership, to be formed LLC	
Month Year	07079294
Actual or Estimated Date of Incorporation or Organization: 08 07 Actual Esti	imated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat	е:
CN for Canada; FN for other foreign jurisdiction)	MN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the iss
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managin
Micro PIPE Capital Management, LLC Full Name (Last name first, if individual)
5927 Balfour Court, Suite 212, Carlsbad, California 92008
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Officer of Managing Partner Manager Mana
Full Name (Last name first, if individual)
5927 Balfour Court, Suite 212, Carlsbad, California 92008
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Officer of Management
Full Name (Last name first, if individual)
5927 Balfour Court, Suite 212, Carlsbad, California 92008
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					В. І	NFORMAT	ION ABOU	T OFFERI	ING				_
1.	Has the	issuer sole	d, or does t	he issuer i	ntend to se	ell, to non-a	ccredited	investors in	n this offer	ing?		Yes	No 🔀
				Ans	wer also i	Appendix	, Column	2, if filing	under ULC	DE.			
2.	What is	the minim	um investn	nent that w	vill be acce	pted from	any individ	iual?	••••••	••••••		₽	0,000.00
3.	Does th	e offering	permit join	t ownershi	ip of a sing	gle unit?		·····		·····		Yes	No K
4.	commis If a pers or state	ssion or sim son to be lis s, list the na	ilar remune ted is an as	ration for s sociated pe proker or de	solicitation erson or age ealer. If me	of purchas ent of a brol ore than fiv	ers in conn ker or deald e (5) perso:	ection with or registered ns to be list	sales of se d with the S ted are asso	curities in t SEC and/or	irectly, any he offering, with a state sons of such		
Ful N/	-	Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (N	lumber and	d Street, C	ity, State, 2	Zip Code)						
Na	me of As	sociated Bi	oker or De	aler									
Sta	tes in WI	nich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	· · · · · · · · · · · · · · · · · · ·					
	(Check	"All States	or check	individual	l States)	•••••	••••••	••••	••••			☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	I Name (Last name	first, if ind	ividual)								·	
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Na	me of As	sociated Br	oker or De	aler									
Sta	tes in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)					***************************************		☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful	l Name (Last name	first, if ind	ividual)									
Bus	siness or	Residence	Address (1	Number an	d Street, C	lity, State,	Zip Code)	·					
Nai	me of As	sociated Br	oker or De	aler									
Sta	tes in WI	iich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)				***************************************	••••••	•••••	☐ All	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S N/A	S N/A
	Equity		\$ 0.00
			Y
	Convertible Securities (including warrants)	. N/A	s_N/A
	Partnership Interests	J	\$ 0.00
	Other (Specify Membership Interests		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.	•	3
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	0	\$ _0.00
	Non-accredited Investors	_N/A	s_N/A
	Total (for filings under Rule 504 only)	0	\$ 0.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		S
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$_0.00
	Printing and Engraving Costs		\$_10,000.00
	Legal Fees		\$_25,000.00
	Accounting Fees		\$ 5,000.00
	Engineering Fees		\$_0.00
	Sales Commissions (specify finders' fees separately)	_	\$ 0.00
	Other Expenses (identify)	_	\$ 7,500.00
	Total	_	\$_47,500.00

	b. Enter the difference between the aggregate offering pri and total expenses furnished in response to Part C — Quest proceeds to the issuer."	ion 4.a. This difference is the "adjusted gr	oss	<u>s_14,952,500.</u> 00
	Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any purposes the box to the left of the estimate. The total of the purposeeds to the issuer set forth in response to Part C—	pose is not known, furnish an estimate a ayments listed must equal the adjusted gre	ınd	
			Payments to Officers, Directors. & Affiliates	Payments to Others
	Salaries and fees		□ \$ <u>0.∞</u>	□ \$_ ∂ . ⊘ 2
	Purchase of real estate		[\$ <u>0.00</u>	s 0.00
	Purchase, rental or leasing and installation of machinery		_	
	and equipment		🗀 \$ <u></u> 0. <i>0</i> 20	ss
	Construction or leasing of plant buildings and facilities		🗆 \$ <u>0.00</u>	s0.00
	Acquisition of other businesses (including the value of offering that may be used in exchange for the assets or issuer pursuant to a merger)	securities of another		
	Repayment of indebtedness		_	_ □\$_ <i>0.00</i> _ □\$_ <i>0.0</i> 0
	Working capital			
				- □3 <u>-0100</u> - □\$ <u>14,952,500</u> .0
	Other (specify): Investments in public securities pursuant to business	c - comptions		3 <u>14¹42×1200</u> ,€
	Securities pursuant to bisines	s operations.	- □\$ <u>0,00</u>	□\$ <u>0.00</u>
	Column Totals		[\$ <u>0.00</u>	_s 14,952,5∞.
	Total Payments Listed (column totals added)		s <u>P</u>	1952,500.00
	D.	FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the under nature constitutes an undertaking by the issuer to furnish to information furnished by the issuer to any non-accredited	o the U.S. Securities and Exchange Com-	mission, upon writte	
 SS	uer (Print or Type) Sign	nature	Date	
Ι	he Milyo PIPE Fund I, LLC		9/24/	07
		of Signer (Print or Type)		
7	DAVID MICKELSON M	MANAGING MEMBER		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No						
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No			
	provisions of such rule?		\boxtimes			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
The Micro PIPE Fund I, LLC		9/24/07
Name (Print or Type)	Title (Print or Type)	
DAVID MICKELSON	MANAGING M	EMBER

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 2 3 Disqualification under State ULOE Type of security Intend to sell (if yes, attach and aggregate offering price Type of investor and explanation of to non-accredited amount purchased in State offered in state waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes **Investors** Yes No State No Investors Amount Amount ΑL ΑK ΑZ AR 0 \$0.00 X X N/A N/A 0 \$0.00 $\mathbf{C}\mathbf{A}$ × x N/A N/A CO 0 CT × \$0.00 N/A N/A × DE DC × 0 FL \$0.00 MA X N/A GA HI ID 0 \$0.00 ΙL N/A X NIA × N/A IN 0 NA X X \$0.00 ΙA KS KY LA ME MD 0 \$0.00 NIA N/A X X 0 NA \$0.00 MA × N/A × N/A 0 NA ΜI \$0.00 X × NA NA MN 0 \$0.00 X × MS

	APPENDIX									
]	Intend to non-a investor	2 I to sell accredited as in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ification ate ULOE attach ation of granted)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО										
МТ										
NE						· ·				
NV										
NH										
NJ						-				
NM										
NY		×		0	\$0.00	NIA	N/A		×	
NC										
ND										
ОН		×		0	\$0.00	NIA	N/A		×	
ОК										
OR										
PA		×		0	\$0.00	NIA	N/A		×	
RI							· · · · · · · · · · · · · · · · · · ·			
SC										
SD										
TN								***************************************		
TX		×		0	\$0.00	NIA	NIA		×	
UT										
VT										
VA										
WA			1							
wv						-				
WI		×		0	\$0.00	N/A	NA		×	

				APP	ENDIX				
1		2	3		4				
	to non-a investor	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under St (if yes explan waiver	lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

END